

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Ref. Dkt. Nos. 1073 & 1180

**CERTIFICATION OF COUNSEL REGARDING ORDER GRANTING FIRST INTERIM  
APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PROVINCE, LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
NOVEMBER 21, 2024 THROUGH JANUARY 31, 2025**

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The undersigned counsel hereby certifies that:

1. On March 10, 2025, Province LLC (“Province”), financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) filed its *First Interim Fee Application for Compensation and Reimbursement of Expenses of Province LLC, as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from November 21, 2024 through January 31, 2025* [Docket No. 1073] (the “Application”).

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

2. On March 26, 2025, the Fee Examiner filed his *Fee Examiner's Final Report Regarding First Interim Fee Application Request of Province, LLC* [Docket No. 1180] (the "Fee Examiner Report"). As noted therein, Province agreed to reduce its fees in the amount of \$10,493.50 and \$186.51 in expenses covered by the fee period in the Application.

3. Attached hereto as **Exhibit A** is a proposed order, which incorporates the voluntary reduction of fees and expenses.

Dated: April 8, 2025

Respectfully submitted,

**PACHULSKI STANG ZIEHL & JONES LLP**

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